

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## PREMIER HOLDING CORP.

**Form: 10-Q**

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Corporate Issuer CIK: 1030916

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

**OR**

**TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**PREMIER HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

Nevada

000-53824

88-0344135

(State or other jurisdiction of incorporation or organization)

(Commission file no.)

(I.R.S. Employee Identification No.)

1382 Valencia, Unit F, Tustin, CA 92780  
(Address of principal executive offices) (Zip Code)

949-260-8070  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Check one:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of Common Stock of the registrant outstanding as of November 13, 2014 was 172,961,871.

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**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**PREMIER HOLDING CORPORATION**  
**Condensed Consolidated Balance Sheets**

| <u>Assets</u>   | <u>September 30,<br/>2014</u> | <u>December 31,<br/>2013</u> |
|---|-------------------------------|------------------------------|
|   | <u>(Unaudited)</u>            |                              |
| <b>Current Assets</b>   |                               |                              |
| Cash  | \$ 578,039                    | \$ 781,569                   |
| Accounts receivable   | 513,665                       | 438,976                      |
| Prepaid expenses  | 12,524                        | 13,134                       |
| Total Current Assets  | <u>1,104,228</u>              | <u>1,233,679</u>             |
| <b>Other Assets</b>   |                               |                              |
| Notes receivable  | –                             | 869,000                      |
| Equipment, Net  | 23,545                        | 19,350                       |
| Goodwill  | 4,555,750                     | 4,555,750                    |
| Intangible assets, net  | 149,905                       | 201,366                      |
| <b>Total Assets</b>   | <u>\$ 5,833,428</u>           | <u>\$ 6,879,145</u>          |
|   |                               |                              |
| <b><u>Liabilities and Stockholders' Equity</u></b>  |                               |                              |
| <b>Current Liabilities:</b>   |                               |                              |
| Accounts payable and accrued liabilities  | \$ 352,624                    | \$ 432,748                   |
| Related party payable   | 149,620                       | 86,138                       |
| Convertible note, net   | 386,000                       | –                            |
| Notes payable   | 20,000                        | 32,000                       |
| Total Current Liabilities   | <u>908,245</u>                | <u>550,886</u>               |
| <b>Commitments and Contingencies</b>  |                               |                              |
| Lawsuit liability   | 86,000                        | –                            |
| <b>Stockholders' Equity:</b>  |                               |                              |
| Preferred Stock, 50,000,000 shares authorized, par value \$.0001, 200,000, and null share issued or outstanding, respectively           | 20                            | –                            |
| Common Stock, 450,000,000 shares authorized, par value \$.0001, 157,319,610 and 151,003,328 shares issued and outstanding, respectively | 15,732                        | 15,101                       |
| Common stock to be issued   | 256,958                       | –                            |
| Treasury stock  | (869,000)                     | –                            |
| Additional paid in capital  | 21,346,247                    | 19,639,399                   |
| Accumulated deficit   | (15,633,976)                  | (13,146,885)                 |
| Total Premier Holding Corporation stockholders' equity  | <u>5,115,981</u>              | <u>6,507,615</u>             |
| Non-controlling interest  | (276,797)                     | (179,356)                    |
| Total Stockholders' Equity  | <u>4,839,184</u>              | <u>6,328,259</u>             |
| <b>Total Liabilities and Stockholders' Equity</b>   | <u>\$ 5,833,428</u>           | <u>\$ 6,879,145</u>          |

See accompanying notes to unaudited condensed consolidated financial statements.

**PREMIER HOLDING CORPORATION**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

|  | Three months ended<br>September 30, |                       | Nine months ended<br>September 30, |                       |
|--|-------------------------------------|-----------------------|------------------------------------|-----------------------|
|  | 2014                                | 2013                  | 2014                               | 2013                  |
| <b>Revenue</b>   |                                     |                       |                                    |                       |
| TPC Commission Revenue   | \$ 851,172                          | \$ 651,740            | \$ 2,223,789                       | \$ 1,437,746          |
| Lighting Product Selling Revenue   | —                                   | —                     | 59,420                             | —                     |
| Total Revenue  | <u>851,172</u>                      | <u>651,740</u>        | <u>2,283,209</u>                   | <u>1,437,746</u>      |
| <b>Cost of Sales</b>   | —                                   | 32,295                | 69,389                             | 33,786                |
| <b>Gross Profit</b>  | <u>851,172</u>                      | <u>619,445</u>        | <u>2,213,820</u>                   | <u>1,403,960</u>      |
| <b>Operating expenses:</b>   |                                     |                       |                                    |                       |
| Selling, general and administrative  | 1,414,701                           | 3,291,797             | 4,681,150                          | 4,934,351             |
| Total operating expenses   | <u>1,414,701</u>                    | <u>3,291,796</u>      | <u>4,681,150</u>                   | <u>4,934,351</u>      |
| <b>Loss from operations</b>  | (563,529)                           | (2,672,351)           | (2,467,330)                        | (3,530,391)           |
| <b>Other income (expenses):</b>  |                                     |                       |                                    |                       |
| Interest expense   | (7,202)                             | —                     | (7,202)                            | —                     |
| Loss on settlement of lawsuit  | —                                   | —                     | (110,000)                          | —                     |
| Total non-operating expenses   | <u>(7,202)</u>                      | <u>—</u>              | <u>(117,202)</u>                   | <u>—</u>              |
| <b>Loss from operations before income taxes, non-controlling interest, and discontinued operations</b> | (570,731)                           | (2,672,351)           | (2,584,533)                        | (3,530,391)           |
| Income taxes   | —                                   | —                     | —                                  | —                     |
| <b>Loss before non-controlling interest and discontinued operations</b>                                | <u>(570,731)</u>                    | <u>(2,672,351)</u>    | <u>(2,584,533)</u>                 | <u>(3,530,391)</u>    |
| <b>Net Loss attributable to non-controlling interest</b>   | 11,999                              | 169,253               | 97,441                             | 123,011               |
| <b>Income/ Loss from discontinued operations</b>   | —                                   | —                     | —                                  | 985,138               |
| <b>Net loss attributable to Premier Holding Corporation</b>  | <u>\$ (558,732)</u>                 | <u>\$ (2,503,097)</u> | <u>\$ (2,487,091)</u>              | <u>\$ (2,422,241)</u> |
| <b>Net loss from continuing operations</b>   | (558,732)                           | (2,503,097)           | (2,487,091)                        | (3,407,379)           |
| Net income (Loss) per common share — basic and diluted   | \$ (0.00)                           | \$ (0.02)             | \$ (0.02)                          | \$ (0.04)             |
| Net income (Loss) attributable to Premier Holding Corporation per share - basic and diluted            | \$ (0.00)                           | \$ (0.02)             | \$ (0.02)                          | \$ (0.04)             |
| Net income from discontinued operations  | —                                   | —                     | —                                  | 985,138               |
| Net income (Loss) per common share from discontinued operations — basic and diluted                    | —                                   | —                     | —                                  | 0.01                  |

**Weighted average common shares –  
basic and diluted**

156,139,108

122,502,376

146,423,036

103,449,884

See accompanying notes to unaudited condensed consolidated financial statements.

**PREMIER HOLDING CORPORATION**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

|   | <b>For the nine months ended<br/>September 30</b> |                    |
|---|---|--------------------|
|   | <b>2014</b>                                       | <b>2013</b>        |
| <b>Operating Activities:</b>  |   |                    |
| Net loss attributable to Premier Holding Corporation                        | \$ (2,487,091)                                    | \$ (2,422,241)     |
| Gain on disposal of subsidiary, net   | —   | (985,138)          |
| Net loss attributable to continuing operations:                             | (2,487,091)                                       | (3,407,379)        |
| Adjustments to reconcile net loss to cash used in operations:               |   |                    |
| Share based payments issued for services                                    | 722,976   | 1,168,548          |
| Cancellation of stock issuance for services                                 | (480,000)   | —                  |
| Extinguishment of debt  | (24,000)  | —                  |
| Amortization and depreciation expense                                       | 53,788  | 52,126             |
| Loss attributable to non-controlling interest of consolidated subsidiary    | (97,441)  | (123,011)          |
| Revenue reserve   | 52,697  | —                  |
| Change in operating assets and liabilities:                                 |   |                    |
| Accounts receivable   | (127,386)   | (290,691)          |
| Prepaid expenses  | 610   | 7,463              |
| Accounts payable and accrued liabilities                                    | 17,877  | 40,000             |
| Other assets  | —   | 453,665            |
| <b>Net cash used in operating activities</b>                                | <b>(2,367,970)</b>                                | <b>(2,099,279)</b> |
| <b>Investing activities:</b>  |   |                    |
| Purchase of Equipment   | (6,522)   | (19,935)           |
| <b>Net cash used in investing activities</b>                                | <b>(6,522)</b>                                    | <b>(19,935)</b>    |
| <b>Financing activities:</b>  |   |                    |
| Advance from related party payable  | 63,482  | —                  |
| Proceeds from issuance of common stock warrants                             | —   | 2,435,120          |
| Proceeds from issuance of common stock                                      | 1,066,973   | —                  |
| Proceeds from convertible note  | 386,000   | —                  |
| Proceeds from issuance of Preferred stock                                   | 200,000   | —                  |
| Common stock to be issued   | 454,507   | —                  |
| Payments-notes payable  | —   | (10,000)           |
| <b>Net cash provided by financing activities</b>                            | <b>2,170,962</b>                                  | <b>2,425,120</b>   |
| <b>Net increase (decrease) in cash</b>                                      | <b>(203,530)</b>                                  | <b>305,907</b>     |
| <b>Cash at beginning of period</b>  | <b>781,569</b>                                    | <b>44,311</b>      |
| <b>Cash at end of period</b>  | <b>\$ 578,039</b>                                 | <b>\$ 350,218</b>  |
| <b>Supplemental Schedule of Non-cash investing and Financing Activities</b> |   |                    |
| Common stock issued for acquired assets                                     | —   | 4,500,000          |

See accompanying notes to unaudited condensed consolidated financial statements.

**PREMIER HOLDING CORPORATION**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – DESCRIPTION OF BUSINESS**

Premier Holding Corporation (“Premier”) is in the business of establishing energy services companies. Premier was organized under the laws of the State of Nevada on October 18, 1971 under the name of Mr. Nevada, Inc. On November 13, 2008, Premier filed a Certificate of Amendment to Articles of Incorporation with the State of Nevada Secretary of State to change its name from OVM International Holding Corporation to Premier Holding Corporation. These businesses, which were started during 2012, are primarily focused on providing small and large-scale commercial companies with energy solutions to reduce the costs of utilities through consultations as well as product sales and to complete those installations. Additionally providing deregulated power to residential customers in selected states. Premier is organized with a holding company structure such that Premier provides financial and management expertise, which includes access to capital, financing, legal, insurance, mergers, acquisitions, joint ventures and management strategies.

Premier’s wholly owned subsidiary Energy Efficiency Experts (“E3”) is a U.S. energy service company based in the Chicago area of Illinois offering energy efficiency products and services to commercial middle market companies, Fortune 500 brands, developers and management companies of large scale residential developments as well as the general public so long as the product and the solutions fit the market segment. E3’s business is focused as an integrator of clean technology solutions in the U.S., with strategic expansion plans in Latin America, Asia and Europe. E3’s core business expects to deliver green solutions, branded specifically as E3, which include best-of-class alternative energy technology portfolio, and energy reduction technologies in smart lighting controls, LED lighting, energy and power control management systems, and other clean technologies specific to its market.

On February 28, 2013, Premier acquired an 80% interest in The Power Company USA, LLC (“TPC”) for 30,000,000 shares of Premier’s common stock valued at \$4,500,000. TPC is a deregulated power broker which was originally formed as an Illinois limited liability company on November 29, 2010. TPC brokers power to both residential and commercial users in 12 states that allow the distribution of deregulated power.

On September 9, 2014, Premier entered a Membership Purchase Agreement (“Agreement”) to acquire 85% of the membership interests of Lexington Power & Light, LLC (“LP&L”) from its owners. Under the Agreement, Premier will acquire 85% of LP&L on the Closing Date for 7,500,000 shares of common stock and \$500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date. Under the Agreement, Premier has a contingent funding obligation of \$1,000,000 of which \$500,000 will be used as working capital for LP&L. Under the Agreement, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for \$20,000,000 payable 1/2 in cash and 1/2 in common stock. Under the Agreement, Premier will limit its board of directors to five persons, with the members of LP&L having the right to appoint one board member.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The condensed consolidated financial statements as of September 30, 2014 reflect all adjustments which, in the opinion of management, are necessary to fairly state the Company’s financial position and the results of its operations for the periods presented in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

The unaudited condensed consolidated financial statements include the accounts of Premier Holding Corporation, E3 and TPC as of and for the nine months ended September 30, 2014. All significant intercompany transactions have been eliminated in consolidation.

The information included in this Form 10-Q should be read in conjunction with information included in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2013 filed with the U.S. Securities and Exchange Commission on April 15, 2014. The operating results for the interim periods are not necessarily indicative of the financial results for the full year.

**Use of Estimates**

The preparation of the unaudited condensed consolidated financial statements in conformity with U. S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.





## **Revenue Recognition**

The Company's wholly owned subsidiary, Energy Efficiency Experts, Inc., and The Power Company USA, LLC., offer deregulated power and energy efficiency products and services to commercial middle market companies, as well as residential customers. In accordance with the requirements of ASC 605-10-S99, the Company recognizes revenue when (1) persuasive evidence of an arrangement exists (contracts); (2) delivery has occurred; (3) the seller's price is fixed or determinable (per the customer's contract); and/or (4) collectability is reasonably assured (based upon its credit policy). When consultations are provided to customers, the revenue is recognized at the completion of the service when collectability is reasonably assured. For products sold to customers revenue is recognized when title has passed to the customer and collectability is reasonably assured; and no further efforts are required. For contracts provide services, the commission revenue is recognized when the contract is signed, and the performance is completed, with an appropriate allowance for estimated cancellation.

Our general terms for collection are Net 30 days. In certain instances we will provide our customers different terms to accommodate specific business requirements. The terms of the sale of our E-Series product by included terms that require a payment of 30% at the time of sale, and then monthly payments over a period of 11 months which include accrued interest on the outstanding balance of approximately 6%.

## **Stock Based Compensation**

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

## **Goodwill and Other Intangible Assets**

The Company periodically reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist. Goodwill and certain intangible assets are assessed annually, or when certain triggering events occur, for impairment using fair value measurement techniques. These events could include a significant change in the business climate, legal factors, a decline in operating performance, competition, sale or disposition of a significant portion of the business, or other factors. Specifically, goodwill impairment is determined using a two-step process. The first step of the goodwill impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount, including goodwill. Premier uses level 3 inputs and a discounted cash flow methodology to estimate the fair value of a reporting unit. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company's budget and long-term plans. Discount rate assumptions are based on an assessment of the risk inherent in the respective reporting units. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit.

## **Non-controlling Interest**

Non-controlling interests in our subsidiary is recorded as a component of our equity, separate from the parent's equity. Purchase or sales of equity interests that do not result in a change of control are accounted for as equity transactions. Results of operations attributable to the non-controlling interest are included in our consolidated results of operations and, upon loss of control, the interest sold, as well as interest retained, if any, will be reported at fair value with any gain or loss recognized in earnings.

## **Gain From Discontinued Operations**

Gain from discontinued operations of \$985,138 for the nine months ended September 30, 2013 consists of the sale of both intangible assets in the form of sales opportunities and leads, and the assumption of liabilities from the discontinued operations to WePower ECO Corp (an unrelated company). The gain was based upon the estimated value of the \$5,000,000 note received in the

transaction. On March 4, 2014, as part of an overall settlement, certain individuals associated with the transaction returned 5,000,000 common shares of the Company previously issued related to the sale of WePower ECO Corp, and in exchange for the promissory note in the face amount of \$5,000,000 (and valued at \$869,000 on the Company's financial statements as of December 31, 2013), WePower ECO Corp had returned an additional 2,500,000 common shares, for a total of 7,500,000 shares returned to the Company.

## RECENTLY ISSUED AND ADOPTED ACCOUNTING PRONOUNCEMENTS

In February 2013, the FASB issued ASU No. 2013-04, "Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date." The amendments in ASU 2013-04 provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this Update is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this Update also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this standard are effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this update did not have a material impact on the Company's condensed consolidated financial statements.

In April 2013, the FASB issued ASU No. 2013-07, "Presentation of Financial Statements (Top 205): Liquidation Basis of Accounting." The objective of ASU No. 2013-07 is to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendments in this standard is effective prospectively for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. The adoption of this update did not have a material impact on the Company's condensed consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) and the United States Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future financial statements.

### NOTE 3 – GOING CONCERN

The Company has sustained operating losses of \$15,633,976 since inception. The Company's continuation as a going concern is dependent on management's ability to develop profitable operations, and / or obtain additional financing from its stockholders and / or other third parties.

The accompanying unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern; however, the above conditions raise substantial doubt about the Company's ability to do so. The unaudited condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

If management projections are not met, the Company may have to reduce its operating expenses and to seek additional funding through debt and/or equity offerings.

### NOTE 4 – ACQUISITIONS & GOODWILL

#### **Active ES Lighting Controls, Inc. Acquisition**

On July 25, 2012, Premier acquired the assets of the Active ES Lighting Controls, Inc. ("AES") business by completing the transactions contemplated under an asset purchase agreement dated July 25, 2012 (the "Agreement") with AES. In accordance with the terms of the Agreement, the purchase price for the acquisition consisted of the following components: (i) 750,000 shares of Premier's common stock issued at closing; (ii) \$30,000 in cash paid at closing; (iii) a payable, due December 31, 2012, of Premier in the principal amount of \$15,000; (v) contingent shares payable (payable 12 months after closing of the transaction) of a number of shares of common stock of Premier, which resulted in the issuance of 875,000 shares on September 12, 2013.

As of September 30, 2014, the remaining balance in Goodwill related to this transaction was \$138,000.

#### **The Power Company USA, LLC Share Exchange**

On February 28, 2013 Premier acquired 80% of the outstanding membership units of the The Power Company USA, LLC, an Illinois limited liability company ("TPC" or "The Power Company"), a deregulated power broker in Illinois for thirty million 30,000,000 shares of Premier's common stock valued at \$4,500,000.



## NOTE 5 – INTANGIBLES ASSETS, NET

The following table presents details of the Company's total purchased intangible assets as of September 30, 2014:

|                            | <b>Balance<br/>12/31/2013</b> | <b>Additions</b> | <b>Amortization</b> | <b>Impairment</b> | <b>Balance<br/>9/30/2014<br/>(Unaudited)</b> |
|----------------------------|-------------------------------|------------------|---------------------|-------------------|--|
| IP/Technology – Patents    | \$ 120,092                    | –                | \$ (25,136)         | –                 | \$ 94,956                                    |
| Non-compete Agreement      | 65,232                        | –                | (5,700)             | –                 | 59,532                                       |
| Trademarks & Service Marks | 16,042                        | –                | (20,625)            | –                 | (4,583)                                      |
| <b>Total</b>               | <b>\$ 201,366</b>             | <b>–</b>         | <b>\$ (51,461)</b>  | <b>–</b>          | <b>\$ 149,905</b>                            |

For the nine months ended September 30, 2014 and September 30, 2013, the Company's recorded amortization expense related to the purchased intangibles of \$51,461 and \$52,126, respectively.

## NOTE 6 – CONVERTIBLE NOTES PAYABLE

Between July 15 and September 30, 2014, the Company entered into convertible notes with external parties for use as operating capital. The convertible notes payable agreements require the Company to repay the principal, together with 10-18% annual interest by the agreements' expiration dates ranging between July 15 and September 30, 2019. The notes are secured and mature five years from the issuance date. Five years from the contract date, the holders may elect to convert the note in whole or in part into shares of common stock at a conversion price of 80% of closing market price on the last day of the month upon which the maturity date falls. During the nine months ended September 30, 2014, the Company recorded an interest expense of \$7,202.

The Company analyzed the conversion option of the notes for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the instrument should be classified as liabilities once the conversion option becomes effective after five years due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options for the notes issued.

## NOTE 7 – CAPITAL STOCK TRANSACTIONS

### Preferred Stock

On June 3, 2013, the Company filed a Certificate of Amendment of Articles of Incorporation with the State of Nevada Secretary of State giving it the authority to issue 50,000,000 shares of preferred stock with a par value of \$0.0001 per share. As of September 30, 2014 there were 200,000 Preferred shares issued and outstanding.

On March 31, 2014, the Board of Directors of the Company approved the creation of a Series A Non-Voting Convertible Preferred Stock (the "Series A"). As of September 30, 2014, the Company filed a Certificate of Designation for the Company's Series A in Nevada. No shares of Series A have been issued, but the Company is authorized to issue up to 7,000,000 shares. In general, each share of Series A Non-Voting Convertible Preferred Stock has no voting or dividend rights, a Stated Value of \$1.00 per share, and is convertible nine months after issuance into common stock at the conversion price equal to one-tenth (1/10) of the Stated Value.

On April 8, 2014, the Company entered into preferred stock purchase agreements with an investor for the sale of 200,000 shares of its preferred stock at \$1 per share in total of \$200,000.

### Common Stock

During the nine months ended September 30, 2014, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 14,292,700 shares of its common stock. Additionally, 2,523,582 shares of common stock were issued for services valued at \$0.12 to \$0.25 per share in total of \$360,418, the average value per share was \$0.14. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

## Common Stock Options

A summary of option activity as of September 30, 2014 and changes during the nine months ended is presented below:

|  | <b>Number<br/>Outstanding</b> | <b>Weighted-<br/>Average Exercise<br/>Price Per Share</b> | <b>Weighted-<br/>Average<br/>Remaining<br/>Contractual Life<br/>(Years)</b> |
|--|-------------------------------|---|---|
| Outstanding at January 1, 2014                       | 350,000                       | \$ 0.25   | 3.61  |
| Granted  | 5,200,000                     | \$ 0.0025   | 2.50  |
| Exercised  | —                             | —   | —   |
| Canceled/forfeited/expired                           | —                             | —   | —   |
| Outstanding at September 30, 2014                    | 5,550,000                     | \$ 0.040  | 2.31  |
| Options vested and exercisable at September 30, 2014 | 5,550,000                     | \$ 0.083  | 2.31  |

On March 31, 2014, the Board of Directors of the Company approved a new Employment Agreement with the Company's Chief Executive Officer, Randy Letcavage. The Employment Agreement has an effective date of January 1, 2014 and replaces all prior agreements between the Company and Mr. Letcavage. The Employment Agreement provides for an annual base salary of \$240,000, a discretionary bonus of \$50,000 over each 12-month period, expense reimbursement, and a grant of stock options on 5,000,000 shares vesting over 2 years at an initial exercise price per share equal to \$.0025 per share. Stock options are vesting at the following rate:

- 1,000,000 (one million) Shares of Common Stock on the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the sixth (6th) month anniversary of the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the first anniversary of the Commencement Date;
- 1,000,000 (one million) Shares of Common Stock on the 18th month anniversary of the Commencement Date; and
- 1,000,000 (one million) Shares of Common Stock on the second anniversary of the Commencement Date.

In addition the Corporation agreed to indemnify Mr. Letcavage to the fullest extent permitted by law for claims related to Mr. Letcavage's role as an officer and director of the Company, or its subsidiaries. As of September 30, 2014, \$339,057 has been recorded as his stock based compensation.

## Common Stock Warrants

A summary of non-employee warrant activity during the nine months ended as of September 30, 2014 is presented below:

|   | <b>Number<br/>Outstanding</b> | <b>Weighted-<br/>Average Exercise<br/>Price Per Share</b> | <b>Weighted-<br/>Average<br/>Remaining<br/>Contractual Life<br/>(Years)</b> |
|---|-------------------------------|---|---|
| Outstanding at January 1, 2014                        | 2,143,694                     | \$ 0.175  | 1.85  |
| Granted   | —                             | —   | —   |
| Exercised   | —                             | —   | —   |
| Canceled/forfeited/expired                            | —                             | —   | —   |
| Outstanding at September 30, 2014                     | 2,143,694                     | \$ 0.175  | 1.40  |
| Warrants vested and exercisable at September 30, 2014 | 2,143,694                     | \$ 0.175  | 1.40  |

## **NOTE 8 – DISCONTINUED OPERATIONS**

The Company acquired assets from WePower LLC during 2011. WePower, Ecolutions Inc. was expected to offer clean energy products and services to commercial markets, developers, and management companies of large-scale residential developments. In 2012, WePower Ecolutions Inc was classified as held for sale under the requirements of ASC 360-10-45-9, and therefore, the result of its operations are reported in discontinued operations in accordance with ASC 205-20-45-3. On January 7, 2013 the Company, acting through its wholly owned subsidiary, WePower Ecolutions, Inc., completed the sale of assets under an Asset Purchase Agreement with WePower Eco Corp., a newly formed entity, controlled by Kevin B. Donovan, the Company's former CEO. The Company sold certain assets related to solar energy, wind power projects, energy efficiency projects in real estate, and fuel efficiency for diesel and gasoline engines for a note payable for \$5,000,000, and WePower Eco Corp. assumed \$116,138 in liabilities,

acquired three patents, six trademarks, and twenty eight contracts.

On March 4, 2014, as part of an overall settlement, certain individuals associated with the transaction returned 5,000,000 common shares of the Company previously issued related to the sale of WePower Eco Corp, and in exchange for the promissory note in the face amount of \$5,000,000 (and valued at 869,000 on the Company's financial statements as of December 31, 2013), WePower Eco Corp had returned an additional 2,500,000 common shares, for a total of 7,500,000 shares returned to the Company.



## NOTE 9 – RELATED PARTY TRANSACTIONS

During the periods ended September 30, 2014 and September 30, 2013, Mr. Letcavage (directly or through related entities) was paid \$60,000 and \$60,000 respectively as compensation for his role as our CEO and CFO, and \$44,800 and \$13,169 respectively for contract labor, including payments to Nexalin Technology specifically for the direct costs related to independent contractors performing sales lead generation (Nexalin Technology is in an unrelated business to the Company, and Mr. Letcavage is its president and shareholder), which were not reported as income, and \$136,353 and \$60,000 respectively for consulting services were paid to iCapital Advisory. From December 31, 2013 to September 30, 2014 the accrued amounts payable related to these expenses increased by from \$86,138 to \$206,133.

| <b>Name of related parties</b> | <b>Relationship with the Company</b>                                       |
|--------------------------------|--|
| iCapital Advisory              | Consultant company owned by the CEO of Premier Holding Corporation         |
| Nexalin Technology             | Company owned by the CEO of Premier Holding Corporation                    |
| Jamp Promotion                 | Company owned by Patrick Farah, the managing director of The Power Company |
| Sebo Service                   | Company owned by Shadie Kalkas, the managing director of The Power Company |

|                                       | <b>December 31,<br/>2013</b> | <b>September 30,<br/>2014</b> |
|---------------------------------------|------------------------------|-------------------------------|
| iCapital Advisory-Consulting services | \$ 18,039                    | \$ 29,293                     |
| Nexalin Technology-Contract labor     | 27,794                       | 0                             |
| Commission to Jamp Promotion          | 40,305                       | 84,306                        |
| Commission to Sebo Service            | 41,021                       | 36,021                        |
|                                       | <b>127,159</b>               | <b>149,620</b>                |

Additionally, we have also reviewed the facts and circumstance of our relationship with Nexalin Technology and iCapital Advisory and have assessed whether these two companies are variable interest entities (VIE). Based on the guidance provided in ASC 810-10-50-5(a), these two companies are not considered VIEs. The Company is not the primary beneficiary, whether those two companies have any income (losses) as of September 30, 2014, it would not be absorbed by Premier Holding Corporation.

## NOTE 10 – LITIGATION

### Whitaker Energy, LLC

In 2013, Whitaker Energy, LLC (“WE”) filed a civil action the Superior Court of Dekalb County, State of Georgia, Case No. 13-CV8610-6, against The Power Company, USA, LLC and Premier Holding Company alleging that TPC is in default under its obligations to WE under a promissory note pursuant to which WE loaned TPC \$150,000 in 2012 concurrent with WE’s purchase of a membership interest in TPC. Under the terms of the loan between TPC and WE, TPC owes a monthly payment to WE, the amount of which varies each month and is based on the number of contracts TPC enters into from door-to-door sales and call centers. TPC and WE dispute the number of contracts entered into by TPC after certain adjustments and charge-backs from cancellation of contracts by consumers. Under the complaint, WE seeks to recover \$93,080 of principal under the loan, plus prejudgment interest in the amount of \$9,184 and reasonable attorneys’ fees and expenses of the litigation. Also, WE seeks an order from the court for access to TPC’s books and records. TPC and Premier Holding Corporation dispute the claim by WE that TPC is in default under the loan between TPE and WE. As of April 23, 2014 the parties to the litigation have negotiated a settlement of the litigation which would include a monthly payment by TPC to WE of \$4,000 in payment of the principal due and interest incurred by WE. Under the terms of the settlement, WE will recover a total of \$110,000 plus interest on unpaid amounts. As of September 30, 2014, the Company has paid six payments total of \$24,000, which \$86,000 remaining balance reflected on the balance sheet at September 30, 2014.

### Hi-Tech Specialists, Inc.

Prior to its acquisition by The Power Company, Hi-Tech Specialists, Inc. filed suit against U.S.E.C. LLC d/b/a/ US Energy Consultants and Michail Skachko concerning the parties’ agreement seeking damages in an amount in excess of \$789,077. The nature of the litigation relates to a contract between the parties wherein Hi-Tech Specialists was to solicit service agreements on behalf of U.S.E.C. The suit is ongoing and The Power Company is aggressively pursuing its claim against the parties named.

## NOTE 11 – SUBSEQUENT EVENT

On October 22, 2014, the Company acquired 85% of Lexington Power & Light, LLC (“LP&L”) for 7,500,000 shares of common stock and \$500,000 in Promissory Notes, plus earn out payments based upon EBITDA milestones during the 12 months following the Closing Date of October 22, 2014. Premier has a contingent-funding obligation of \$1,000,000 of which \$500,000 will be used as

working capital for LP&L. Moreover, Premier has the option to acquire the remaining 15% of LP&L until December 31, 2018 for \$20,000,000 payable 1/2 in cash and 1/2 in common stock. At Closing, the former owners of LP&L exercised their right to nominate one board member to Premier's board of directors.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

Premier Holding Corporation, a Nevada corporation ("Premier" or "PRHL" or the "Company"), provides an array of energy services through its subsidiary companies Energy Efficiency Experts Inc., a Delaware corporation ("E3"), and The Power Company USA, LLC, an Illinois limited liability company ("TPC" or "The Power Company"). Premier provides solutions that enable customers to reduce their energy consumption, lower their operating and maintenance costs, and realize environmental benefits. Our comprehensive set of services includes competitive electricity plans and upgrades to a facility's energy infrastructure.

In addition to organic growth, strategic acquisitions of complementary businesses and assets have been an important part of our historical development. Since inception, Premier has completed numerous acquisitions, which have enabled us to broaden our service offerings and expand our geographical reach.

In 2012, Premier acquired a unique marquee technology for energy efficient lighting, the E-Series controller developed by Active ES. This patented technology provides an upgrade for existing HID lamps for high-bay indoor and outdoor applications where the other current options for efficiency are new and untested, and expensive. This technology is being marketed by E3.

In the fourth quarter of 2012, Premier performed additional research and development to the products from Active ES adding two new products for mass production, the 480 volt version of the controller, suitable for ports and other large facilities, and a 240 volt version of the LiteOwl for Streetlights, vastly increasing the applicable market. Also in the fourth quarter, Premier formed a strategic alliance with Muni-Fed Energy who has strong relationships with municipalities, ports, and real estate investment trusts in the southern California and national market.

In the first quarter of 2013, Premier acquired an 80% stake in The Power Company, a deregulated power broker in Illinois. By the end of that quarter, The Power Company had over 12,000 clients, and has been adding between 1,000 and 3,000 clients per month and expects to continue to do so for the foreseeable future. Over 1,500 of these clients have large commercial/industrial facilities such as warehouses and distribution centers, which are candidates for E3.

The Power Company's business model is to acquire commercial and residential clients who benefit from the law passed allowing for competition in the energy markets, known as the deregulation of energy. In many cases TPC saves its clients 10-30% on their energy bills by simply switching suppliers, all while the enrollee remains a client of their local utility (local utility continues to distribute the power, read the meter, bill, and service any interruptions). TPC is different than several of its competitors in that it has agreements with multiple energy suppliers allowing TPC to leverage its standing in the marketplace to garner competitive pricing for its clients by having its suppliers compete for their client's business. Currently, TPC has access to over 30 different suppliers and most of the agreements in place allow for TPC to be paid for the life of the client's tenure with the supplier. TPC is garnering its clients through strategic partnerships, trained in-house commercial and door-to-door residential agents, and call centers. TPC recently launched its online client portal dubbed NEST (National Energy Service Transactor). This sophisticated portal enables rapid, efficient and secure sales transactions of deregulated power. NEST is designed to enable sales agents whether from a computer terminal, a smart phone, or any web browser to access the pertinent information on a particular prospect. Agents can view their clients' energy profiles and quickly access the energy options available to them. The transparency and ease of NEST allows TPC's agents to select the best power provider for their customers and process the paperwork online in real-time, which enables client acquisition in minutes. This sales portal enables large-scale, rapid sales of deregulated power.

Premier strives to serve its' customers with diverse products and solutions to meet their energy needs. In executing this strategy, Premier leverages its core strengths of maintaining and growing strong and diverse supply relationships with retail and wholesale customers, and integrating its' expertise in managing physical and financial risks.

### 2014 Activities

TPC launched its online energy portal NEST on schedule. NEST is built for scalability so that it can be monetized on its own, meaning it can be offered to any deregulated power company as its sales tool. The technology also provides sales management, reporting, verification, and compliance tracking which may be among the best in the industry. To date E3 and its growing reseller base have prospected over 1,500 qualified potential installations and is developing strategic partners including Energy Auditors, suppliers, installers, sales organizations and funding sources. These suppliers exponentially increased the number of the product offerings mostly in the LED and other lighting field. The installers not only bring a technical expertise in the implementation of solutions E3 provides its customers but they also bring their list of client's and an introduction, and the various funding sources can provide every sort of financing to meet any client's needs from short-term loans, leases to PACE funding.

E3 is finding success in recruiting LED resellers whose clients have declined an LED sale (mostly on a performance, price, or personal preference basis) and going back to those clients and offering the E-Series technology as a solution for their existing (and preferred) HID lighting. This includes auto dealerships, warehouses, and parking structures, etc.

The energy services business has contributed very small amount of revenues to our overall financial performance as of the quarter ended September 30, 2014, as the sales cycles for these large projects can be very long, though Premier has seen closed sales with a municipality and very large proposals to large prospects such as ports, municipalities, big box stores, and fortune 500 companies.

## Strategy and Outlook

- *Expanding activities in deregulated energy markets through strategic partners* Premier through TPC continues to focus on building sales channels through strategic partners that either have, or have access to significant customers to which *Premier can offer competitive electricity rates.*
- *Creating and leveraging sales leads from TPC's deregulated sales efforts to drive sales opportunities for the demand management business.* As TPC continues to build its commercial and business customer base, it informs these customers that in addition to financial savings that they can achieve through the negotiation of more competitive electricity rates, E3 can also provide energy savings through the installation of lighting, and other building envelope technologies.
- *Focusing on building channel sales partners for E3* Premier has established strategic partners in key growth markets that advocate and introduce our lighting and related demand management technologies to TPC customer base. Premier intends to continue to build and develop these channel partnerships both domestically and internationally.
- *Achieved plan to become a power provider/supplier.* By adding a third subsidiary, a power provider, the company can book the entire energy bill as revenue as opposed to only the commission. This revenue is estimated to provide two to three times the earnings on the same customer currently being acquired by TPC, by picking up the margin between the wholesale and retail price.
- *One-Stop shop for “everything energy.”* Premier believes that it can best serve our customers by providing all energy related products and services under one cohesive and coordinated package, with over 30 energy supplier partnerships, and plans to operate also as a supplier, and with E3 representing an expanding array of products, some proprietary, which enables us to providing the most appropriate and effective solution to meet our customers’ needs and financial objectives.
- *Provide funding sources to enable our clients to adopt new technology* Premier believes it can offer a wide range of funding options which will allow its’ clients to structure the finances to best suit their needs. From 100% no money down, to straight purchases, E3 is putting together a number of strategic financial partners and programs to facilitate a quick sale. In addition the company has resources to maximize tax credits and incentives for Premier’s clients.

## Known Trends and Uncertainties Affecting Our Business

*Market Volatility.* Management believes that the market for energy efficiency will continue to grow, and Premier will increase penetration in this market, and that revenue will continue to increase over time. Continued fiscal uncertainty has and may continue to contribute to a lengthening of our sales cycle for both municipal and commercial customers.

*Long and Variable Selling Cycle for E3 Business.* The sales, design and implementation process for energy efficiency projects can take from several months to 36 months. Existing and potential customers generally follow extended budgeting and procurement processes, and sometimes must engage in regulatory approval processes. This extended sales process requires the dedication of significant time by sales and management personnel and the use of significant financial resources, with no certainty of success or recovery of related expenses. All of these factors can contribute to fluctuations in quarterly financial performance and increase the likelihood that operating results in any particular quarter may fall below investor expectations.

## Results of Operations

The unaudited condensed consolidated financial information with respect to the nine months ended September 30, 2014 and 2013 that is discussed below is unaudited. In the opinion of management, such information contains all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the results for such periods. The results of operations for interim periods are not necessarily indicative of the results of operations for the full fiscal year.

### Three months ended September 30, 2014 and 2013

For the three months ended September 30, 2014 and 2013 sales of products totaled \$851,172 and \$651,740, respectively. During the three months ended September 30, 2014 and 2013, cost of sales totaled \$0 and \$69,389, respectively.

During the three months ended September 30, 2014 and 2013, selling, general and administrative expenses were \$1,414,701 and \$3,291,797, respectively. The decrease in selling, general and administrative expenses in the three months ended September 30, 2014 as compared to the same period in 2013 can be attributed to large volume of stock issued for compensation in 2013.

For the three months ended September 30, 2014 the net loss was \$570,731 before non-controlling interest and discontinued operations. For the same period in 2013 there was a comparative loss of \$2,672,351. During the 3 months ended September 30, 2014 there was a gain of \$11,999 attributed to non-controlling interest, resulting in a net loss of \$558,732. During the 3 months ended September 30, 2013 there was a gain of \$169,253 attributed to non-controlling, resulting in a net loss of \$2,503,097.

### Nine months ended September 30, 2014 and 2013

For the nine months ended September 30, 2014 and 2013 sales of products totaled \$2,223,789 and \$1,437,746, respectively. For the nine months ended September 30, 2014 and 2013 sales of lighting product totaled \$59,420 and \$0, respectively. During the nine months ended September 30, 2014 and 2013, cost of sales totaled \$69,389 and \$33,786, respectively. The increase in sales is primarily due to the acquisition of The Power Company USA, LLC.

During the nine months ended September 30, 2014 and 2013, selling, general and administrative expenses were \$4,681,150 and \$4,934,351, respectively. The decrease in selling, general and administrative expenses in the nine months ended September 30, 2014 as compared to the same period in 2013 can be attributed to large volume of stock issued for compensation in 2013..

For the nine months ended September 30, 2014 the net loss was \$2,584,533 before non-controlling interest and discontinued operations. For the same period in 2013 there was a comparative loss of \$3,530,391. During the nine months ended September 30, 2014 there was a gain of \$97,441 attributed to non-controlling interest, resulting in a net loss of \$2,487,091. During the nine months ended September 30, 2013, there was a gain of \$985,138 related to discontinued operations and \$123,011 attributed to non-controlling interest, as a result there was net loss of \$2,422,241.

### Liquidity and Capital Resources

During Premier's most recent quarter ended September 30, 2014, cash flows from operations were not sufficient to meet operating commitments. Cash flows from operations continue to be, and are expected to continue to be, insufficient to meet operating commitments throughout the remainder of the fiscal year ending December 31, 2014.

As of September 30, 2014 working capital was \$195,983 and cash was \$578,039 while at December 31, 2013 working capital was \$682,793 and cash was \$781,569. Additional working capital might be required as the Company's subsidiaries continue their growth.

*Cash Flow.* Net cash used in or provided by operating, investing and financing activities for the nine months ended September 30, 2014 and 2013 were as follows:

|   | Nine Months Ended<br>September 30, |                |
|---|------------------------------------|----------------|
|   | 2014                               | 2013           |
| Net cash (used) in operating activities   | \$ (2,367,970)                     | \$ (2,099,279) |
| Net cash (used) in investing activities   | \$ (6,522)                         | \$ (19,935)    |
| Net cash provided by financing activities | \$ 2,170,962                       | \$ 2,425,120   |

The changes in net cash used in operating activities are attributable to net income adjusted for non-cash charges as presented in the statements of cash flows and changes in working capital as discussed above. Net cash provided by financing activities relates primarily to cash received from sales of common stock.

### Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

## **Critical Accounting Policies and Estimates**

The discussion and analysis of its financial condition and results of operations is based upon the Company's unaudited condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires it to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, the Company evaluates its critical accounting policies and estimates. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company's critical accounting policies and estimates are discussed in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

### **Item 4. Controls and Procedures**

Premier's management has evaluated, under the supervision and with the participation of its chief executive officer and chief financial officer, the effectiveness of its disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("the Exchange Act"). Based on that evaluation, Premier's chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, Premier's disclosure controls and procedures are ineffective in ensuring that information required to be disclosed in its Exchange Act reports is (1) recorded, processed, and summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to Premier's management, including its chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Premier's Chief Executive Officer and Chief Financial Officer do not expect that Premier's disclosure controls or internal controls will prevent all errors and all fraud. Although its disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and Premier's principal executive and financial officer have determined that its disclosure controls and procedures are not effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Premier have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of Premier's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

## **CHANGES IN INTERNAL CONTROLS**

Management, with the participation the Chief Executive Officer and Chief Financial Officer performed an evaluation as to whether any change in internal controls over financial reporting occurred during the nine months ended September 30, 2014. Based on that evaluation, the Company's Principal Executive Officer and Chief Financial Officer concluded that no change occurred in the Company's internal controls over financial reporting during the Quarter ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Subsequent to the period ended September 30, 2014 the Company has retained an outside firm who specializes in assisting smaller publicly traded companies with their reporting requirements.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

Premier is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against Premier has been threatened, except as noted below.

#### Whitaker Energy, LLC

In 2013, Whitaker Energy, LLC (“WE”) filed a civil action the Superior Court of Dekalb County, State of Georgia, Case No. 13-CV8610-6, against The Power Company, USA, LLC and Premier Holding Company alleging that TPC is in default under its obligations to WE under a promissory note pursuant to which WE loaned TPC \$150,000 in 2012 concurrent with WE’s purchase of a membership interest in TPC. Under the terms of the loan between TPC and WE, TPC owes a monthly payment to WE, the amount of which varies each month and is based on the number of contracts TPC enters into from door-to-door sales and call centers. TPC and WE dispute the number of contracts entered into by TPC after certain adjustments and charge-backs from cancellation of contracts by consumers. Under the complaint, WE seeks to recover \$93,080 of principal under the loan, plus prejudgment interest in the amount of \$9,184 and reasonable attorneys’ fees and expenses of the litigation. Also, WE seeks an order from the court for access to TPC’s books and records. TPC and Premier Holding Corporation dispute the claim by WE that TPC is in default under the loan between TPE and WE. As of April 23, 2014 the parties to the litigation have negotiated a settlement of the litigation which would include a monthly payment by TPC to WE of \$4,000 in payment of the principal due and interest incurred by WE. Under the terms of the settlement, WE will recover a total of \$110,000 plus interest on unpaid amounts, which is reflected on the balance sheet at September 30, 2014.

#### Hi-Tech Specialists, Inc.

Prior to its acquisition by The Power Company, Hi-Tech Specialists, Inc. filed suit against U.S.E.C. LLC d/b/a/ US Energy Consultants and Michail Skachko concerning the parties’ agreement seeking damages in an amount in excess of \$789,077. The nature of the litigation relates to a contract between the parties wherein Hi-Tech Specialists was to solicit service agreements on behalf of U.S.E.C. The suit is ongoing and The Power Company is aggressively pursuing its claim against the parties named.

### Item 1a. Risk Factors.

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Between July 1, 2014 and September 30, 2014, the Company entered into a series of stock purchase agreements with accredited investors for the sale of 599,465 shares of its common stock, the sales closed and cash of \$73,500 was received. Additionally, 197,500 shares of common stock were issued for services. There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

### Item 5. Other Information

None.

## Item 6. Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 3           | Articles of Incorporation.   |
| 3.1         | Articles of Incorporation for Mr. Nevada, Inc. filed October 18, 1971; Certificate of Amendment – Name Change to OVM International Holding Corporation. Incorporated herein by reference from the Registration Statement on Form 10-12G/A filed September 9, 2010 - SEC Accession Number 0001086715-10-000096. |
| 3.2         | Bylaws. Incorporated herein by reference from the Registration Statement on Form 10-12G/A filed September 9, 2010 - SEC Accession Number 0001086715-10-000096.   |
| 3.3         | Certificate of Amendment – Increase in authorized shares. incorporated herein by reference from the Form 8-K filed June 10, 2012 - SEC Accession Number 0001019687-13-002284.  |
| 4           | Instruments defining the rights of security holders, including indentures.   |
| 4.1         | Form of Common Stock Certificate. Incorporated herein by reference from the Form 8-A12B filed January 8, 1998 - SEC Accession Number 00001042910-98-000015.  |
| 4.2         | Certificate of Designation for the Series A Non-Voting Convertible Preferred Stock. Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001019687-14-001477.   |
| 10          | Material Contracts.  |
| 10.1        | Asset Purchase Agreement dated December 29, 2011 with WePower, LLC. <i>Incorporated herein by reference from the Form 8-K filed January 3, 2012 - SEC Accession Number 0001471242-12-000010.</i>   |
| 10.2        | Asset Purchase Agreement dated December 29, 2011 with Green Central Holdings Inc. <i>Incorporated herein by reference from the Form 8-K filed January 3, 2012 - SEC Accession Number 0001471242-12-000010.</i>   |
| 10.3        | Asset Purchase Agreement dated July 25, 2012 between Premier Holding Corp. and Active ES Lighting Controls, Inc. <i>Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001471242-12-001028.</i>   |
| 10.4        | Intellectual Property Assignment Agreement dated July 25, 2012 between Premier Holding Corp. and Active ES Lighting Controls, Inc. <i>Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001471242-12-001028.</i>   |
| 10.5        | Domain Names and Email Account Assignment dated July 25, 2012 between Premier Holding Corp. and Active ES Lighting Controls, Inc. <i>Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001471242-12-001028.</i>  |
| 10.6        | Consulting Agreement dated July 25, 2012 between Larry Young and WePower Ecolutions, Inc. <i>Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001471242-12-0001028.</i>   |
| 10.7        | Promissory Note dated January 7, 2013 from WePower Eco Corp. to WePower Ecolutions, Inc. <i>Incorporated herein by reference from the Form 8-K filed January 7, 2013 - SEC Accession Number 0001019687-13-000116.</i>  |
| 10.8        | Mutual General Release. <i>Incorporated herein by reference from the Form 8-K filed January 7, 2013 - SEC Accession Number 0001019687-13-000116.</i>   |
| 10.9        | Asset Purchase Agreement dated January 7, 2013 between WePower Eco Corp. and WePower Ecolutions, Inc. <i>Incorporated herein by reference from the Form 8-K filed January 7, 2013 - SEC Accession Number 0001019687-13-000116.</i>   |
| 10.1        | Purchase Agreement dated February 28, 2013 with Selling Members of The Power Company USA, LLC. <i>Incorporated herein by reference from the Form 8-K filed March 6, 2013 - SEC Accession Number 0001019687-13-000712.</i>  |
| 10.11       | Employment Agreement with Randy Letcavage. <i>Incorporated herein by reference from the Form 8-K filed April 18, 2014 - SEC Accession Number 0001019687-14-001477.</i>   |
| 10.12       | Compromise Agreement and Mutual Release. – <i>filed herewith.</i>  |
| 14          | Code of Ethics   |
| 14.1        | Code of Ethics of Premier Holding Corp. dated May 19, 2010. <i>Incorporated herein by reference from the Form 8-K filed August 10, 2010 - SEC Accession Number 0001086715-10-000077.</i>   |
| 21          | Subsidiaries of the registrant. – <i>filed herewith.</i>   |
| 31          | Certifications under Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.1        | Rule 13a-14(a)/15d-14(a) certification of Certificate of Principal Executive Officer and Principal Financial Officer. – <i>filed herewith.</i>   |
| 32          | Certifications under Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2        | Section 1350 Certification of Principal Executive Officer and Principal Financial Officer. – <i>filed herewith.</i>  |
| 101.INS     | XBRL Instance Document   |
| 101.SCH     | XBRL Schema Document   |
| 101.CAL     | XBRL Calculation Linkbase Document   |
| 101.DEF     | XBRL Definition Linkbase Document  |
| 101.LAB     | XBRL Label Linkbase Document   |
| 101.PRE     | XBRL Presentation Linkbase Document  |





## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Premier Holding Corporation

November 14, 2014

By: /s/ Randall M. Letcavage

Randall M. Letcavage  
Principal Executive Officer and Principal  
Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Randall M. Letcavage certify that:

1. I have reviewed this quarterly report on Form 10-Q of Premier Holding Corporation for the period ended September 30, 2014:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on the most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

November 14, 2014

/s/ Randall M. Letcavage

Randall M. Letcavage

Chief Executive and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Premier Holding Corporation (the "Company") on Form 10-Q for the period ended September 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Randall M. Letcavage, Principal Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

November 14, 2014

/s/ Randall M. Letcavage

Randall M. Letcavage

Chief Executive Officer and Chief Financial Officer